

EXHIBIT B



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June 1, 2010

BY HAND

Honorable Victor Marrero
United States District Judge
Daniel Patrick Moynihan U.S. Courthouse
500 Pearl Street
Chambers, Room 660
New York, New York 10007-1312

Re: *In re Alcon Shareholder Litigation*, 10 Civ. 0139 (VM)

Dear Judge Marrero:

We represent defendants Kevin J. Buehler and Cary R. Rayment in the above litigation. In accordance with Your Honor's May 24, 2010 decision (the "Decision") granting Novartis AG's motion to dismiss on grounds of *forum non conveniens* and conditionally dismissing claims against the remaining defendants, including Messrs. Buehler and Rayment, we submit this statement regarding the conditions enumerated therein.

This litigation centers around a proposed transaction through which, plaintiffs allege, Novartis AG ("Novartis") will adversely impact minority shareholders of Alcon, Inc. ("Alcon") by paying them too little for their shares. Mr. Buehler, the Chief Executive Officer of Alcon, and Mr. Rayment, the former Chief Executive Officer of Alcon, are individuals who are both citizens and residents of the United States. Both of them also are directors and minority shareholders of Alcon.

Among other conditions to dismissal, Your Honor's Decision requires Messrs. Buehler and Rayment to agree to (i) "satisfy any final judgment rendered by a Swiss court in connection with such litigation of claims arising out of the events described in the complaint in this action;" and (ii) "accept service of process and the relevant tribunal's exercise of personal jurisdiction over them." (Decision, p. 37.) Regrettably, Messrs. Buehler and Rayment are unable to provide this consent. Among other things, Messrs. Buehler and Rayment cannot agree to commit their personal assets to satisfy any judgment in an as-of-yet unfiled future litigation

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(which, as the Decision notes, might seek at least US\$2.3 billion (Decision, pp. 6-7)), or to provide their unconditional consent to be sued personally in a distant foreign court in some future potential litigation.

Please do not hesitate to contact me (212-885-5562; JMasella@BlankRome.com) with any questions, or if additional information would be of assistance.

Respectfully,

A handwritten signature in black ink that reads "James V. Masella, III". The signature is fluid and cursive, with a long horizontal stroke at the end.

James V. Masella, III

cc: Brian T. Frawley, Esq. (by e-mail and hand)
(Sullivan & Cromwell LLP)

Mark Lebovitch, Esq. (by e-mail and hand)
(Bernstein Litowitz Berger & Grossman LLP)

Paul K. Rowe, Esq. (by e-mail and hand)
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Gregory G. Ballard, Esq. (by e-mail and hand)
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